

# HELM FINANCIAL CORPORATION

November 12, 2001

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

415/398-4816



Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RE: Termination of Lease Agreement dated as of November 6, 2001 by Helm Financial Corporation ("Lease Termination").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

Equipment: 89 refrigerated boxcars  
UPFE 461401-461418  
UPFE 461420-461490

Please record this Lease Termination as a supplemental agreement to STB Recordation No. 16499-A filed on August 31, 1989. The filing fee of \$28,00 is included in our enclosed Check No. 47287 in the amount of \$112.00.

Summary: Termination of Lease of Railroad Equipment dated as of January 23, 1989 and the Amendment thereto dated as of August 7, 1990 by Helm Financial Corporation for 89 refrigerated boxcars, UPFE 4614016-461490, to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 16499-A.

Yours truly,

Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)

RECORDATION NO. 16499-D FILED

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TS  
SURFACE TRANSPORTATION BOARD

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of November 6, 2001 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into the Lease of Railroad Equipment dated as of January 23, 1989 and the Amendment thereto dated as of August 7, 1990 ("Lease") with Union Pacific Railroad Company, a Utah corporation, with respect to the eighty-nine (89) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 16499-A filed on August 31, 1989.

The Lease was terminated on September 30, 1999. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. Termination. The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: \_\_\_\_\_

*Barbara W. Wilson*

Name: Barbara W. Wilson

Title: Senior Vice President & CFO

RECORDATION NO. 16499-D FILED

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SURFACE TRANSPORTATION BOARD

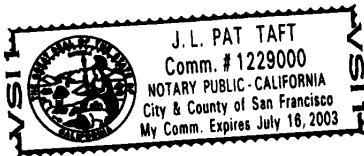
STATE OF CALIFORNIA                    )  
  ) S.S.  
COUNTY OF SAN FRANCISCO            )

On November 6<sup>th</sup>, 2001, before me, J. L. Pat Taft  
personally appeared Barbara W. Wilson, Senior Vice President and Chief  
Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me   -OR-

— proved to me on the basis of satisfactory evidence to be the  
person(s) whose name(s) is/~~are~~ subscribed to the within instrument  
and acknowledged to me that ~~he~~/she/~~they~~ executed the same in  
~~his~~/her/~~their~~ authorized capacity(~~ies~~), and that by ~~his~~/her/~~their~~  
signature(~~s~~) on the instrument the person(~~s~~), or the entity upon  
behalf of which the person(~~s~~) acted, executed the instrument.

Witness my hand and official seal.



J. L. Pat Taft  
SIGNATURE OF THE NOTARY

SCHEDULE A

To The Termination of Lease  
Dated November 6, 2001

Description of the Units:

Eighty-nine (89), 50', 70-Ton, mechanically refrigerated RPL boxcars.

Unit Numbers:

UPFE 461401-461418  
461420-461490